

RECORDATION NO. 20648 FILED

APR 18 '97

11-55AM

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OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

April 18, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of April 18, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Norlease, Inc.
50 South LaSalle Street
Chicago, Illinois 60675

Lessee: Huntsman Chemical Corporation
500 Huntsman Way
Salt Lake City, Utah 84108

A description of the railroad equipment covered by the enclosed document is:
two hundred (200) hopper cars UTCX 50420 through UTCX 50619, inclusive

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Counter parts - E. C. Alvord

Mr. Vernon A. Williams
April 18, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

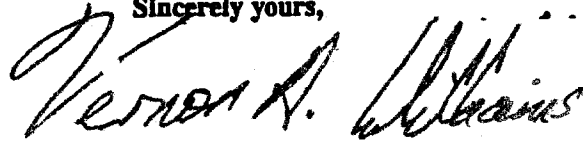
4/18/97

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/18/97 at 11:55AM, and assigned recordation number(s). 20648.

Sincerely yours,

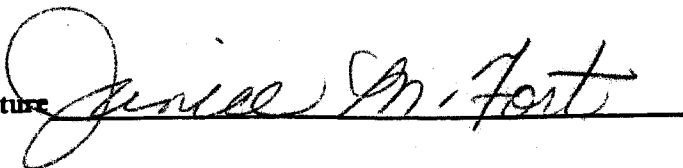


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



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BOARD

APR 18 '97

11-55AM

MEMORANDUM OF LEASE

APR 18 11 48 AM '97

This memorandum of Railcar Lease Agreement (the "Lease"), dated as of April 18, 1997, between NORLEASE, INC., a Delaware Corporation, as lessor (the "Lessor"), and HUNTSMAN CHEMICAL CORPORATION, a Utah corporation, as lessee (the "Lessee"). All capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Lease.

W I T N E S S E T H:

1. Lessor has agreed pursuant to the Lease to furnish to Lessee, and Lessee has agreed to lease from Lessor, each of the two hundred (200) 5800-cubic foot hopper cars manufactured by Thrall Car Manufacturing Co. with interior coating, Salco vented hatch covers bearing the railroad reporting markings set forth on Exhibit A attached hereto and made a part hereof.

2. The Lease shall be effective as of the date first set forth hereinabove and shall continue throughout the term set forth therein.

[signature pages follow]

IN WITNESS WHEREOF, the parties have caused this memorandum to be duly executed and delivered as of the date first above written.

NORLEASE, INC.

By: 

Name: ERIC G. PARKER

Title: Vice President

HUNTSMAN CHEMICAL CORPORATION

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties have caused this memorandum to be duly executed and delivered as of the date first above written.

NORLEASE, INC.

By: _____
Name: _____
Title: _____

HUNTSMAN CHEMICAL CORPORATION

By: _____
Name: J. Kim Espin
Title: Vice President


STATE OF ILLINOIS

)

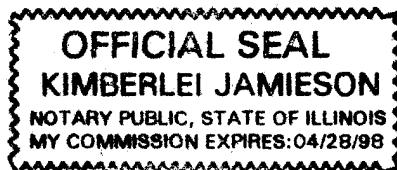
COUNTY OF COOK

)

On this 17th day of April, 1997, before me personally appeared Eric G. Parker, to me personally known, who being by me duly sworn, says that he is the Vice President of Norlease, Inc.; that the foregoing instrument was signed on behalf of Norlease, Inc. and that he has been duly authorized by all necessary corporate action to execute the foregoing instrument; and he acknowledged that the execution of the foregoing instrument was the free act and deed of Norlease, Inc.


Notary Public

(SEAL)



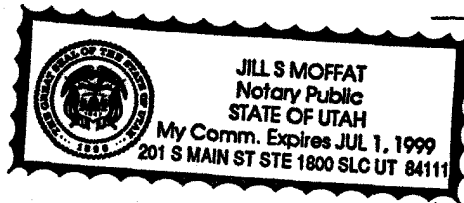
STATE OF UTAH)

:

COUNTY OF SALT LAKE)

On this ___ day of April, 1997, before me personally appeared J. Kimo Espin, to me personally known, who being by me duly sworn, says that he is Vice President of Huntsman Chemical Corporation; that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors on _____; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



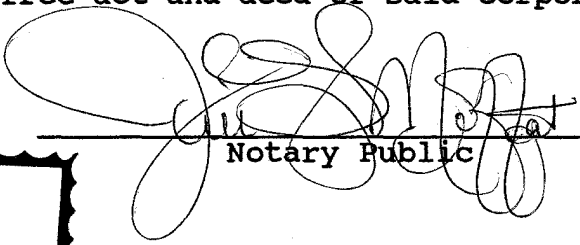

Notary Public

EXHIBIT A

Description of Cars

<u>Number of Cars</u>	<u>Size and Type of Cars</u>	<u>Manufacturer</u>	<u>Reporting Marks</u>
200	5,800-cubic foot covered hopper cars	Thrall Car Manufacturing Co.	UTCX 50420 through UTCX 50619 (inclusive)